

EXHIBIT B

CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS

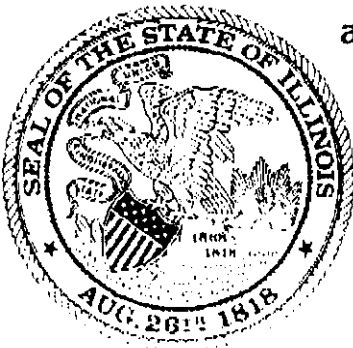
File Number 6167-690-2

State of Illinois
Office of
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF TELEOCMEZ CORP.
INCORPORATED UNDER THE LAWS OF THE STATE OF COLORADO HAS BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of
Illinois, by virtue of the powers vested in me by law, do hereby issue
this certificate and attach hereto a copy of the Application of the
aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 1ST
day of JUNE A.D. 2001 and of
the Independence of the United States the two
hundred and 25TH



Jesse White

Secretary of State

Form BCA-13.15 (Rev. Jan. 1999)	APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACTION BUSINESS IN ILLINOIS	SUBMIT IN DUPLICATE!
Jesse White, Secretary of State Department of Business Services Springfield, IL 62756 Telephone (217) 782-1834 http://www.sos.state.il.us	This space for use by Secretary of State FILED JUN - 1 2001 JESSE WHITE SECRETARY OF STATE	This space for use by Secretary of State Date <u>6-1-01</u> License Fee \$ Franchise Tax \$ <u>25.00</u> Filing Fee \$ <u>75.00</u> Penalties \$ Approved: <u>\$100.00</u>
Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."		

1. (a) CORPORATE NAME: TELECOMEZ CORP.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____
(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: COLORADO
(b) Date of Incorporation: 1/10/2001
(c) Period of Duration: PERPETUAL

3. (a) Address of the principal office, wherever located: 113-A-3 CORONADO CT.
FT. COLLINS, CO 80525
(b) Address of principal office in Illinois:
(If none, so state)
NONE

4. Name and address of the registered agent and registered office in Illinois.
Registered Agent CORPORATION SERVICE COMPANY
First Name Middle Name Last Name
Registered Office 422 NORTH NORTHWEST HIGHWAY
Number Street Suite #
PARK RIDGE, IL 60068 - COOK COUNTY
City ZIP Code County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
COLORADO

6. Names and residential addresses of officers and directors:

	Name	No. & Street	City	State	ZIP
President	THIAM GAN	1027 FOSSIL CREEK DR.	FT. COLLINS, CO		80526
Secretary	SAME AS ABOVE				
Director	SAME AS ABOVE				
Director	SANSHIRO FUKADA	3-27-9 MISUGIELUT,	HANNO	357	JAPAN
Director					

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

TO OFFER TELECOMMUNICATION SERVICES, INTERNET SERVICES AND CONTENT DELIVERY

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
COMMON	-	WITHOUT PAR VALUE	15,000,000	10,000,000
PREFERRED	-	WITHOUT PAR VALUE	10,000,000	

9. Paid-in Capital: \$ 10,000.00

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 1,000
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ NONE
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 900,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 24,000

11. Interrogatories: (Important - this section must be completed.)

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: 113 CORONADO CT
(b) Number of shares of all classes owned by residents of Illinois: NONE FT COLLINS, CO
(c) Number of shares of all classes owned by non-residents of Illinois: 10,000,000
(d) Is the corporation transacting business in this state at this time? NO
(e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated MARCH 9, 2001
(Month & Day) (Year)

TELECOMMEZ CORP.

(Exact Name of Corporation)

attested by Thiam C. Gan, PRESIDENT
(Signature of Secretary or Assistant Secretary)
(Type or Print Name and Title)

by Thiam C. Gan, PRESIDENT
(Signature of President or Vice President)
(Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).